

## **ATTACHMENT 2**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

SEVENTY-SIXTH MONTHLY APPLICATION OF  
BEVERIDGE & DIAMOND, P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS FOR THE  
PERIOD FROM FEBRUARY 1, 2012 THROUGH FEBRUARY 29, 2012

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	February 1, 2012 through February 29, 2012
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$102,163.92
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$337.47

This is a:     XX     monthly     \_\_\_\_\_ interim     \_\_\_\_\_ final application.

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 <sup>2</sup>	\$ 57.62	\$46,587.50 <sup>3</sup>	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 <sup>4</sup>	\$1,308.41	\$ 5,726.25 <sup>5</sup>	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	\$51,760.00	\$ 211.32
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	\$36,245.00	\$ 94.79
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	\$33,840.00	\$ 480.06
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	\$35,377.50	\$ 514.32
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	\$17,681.25	\$ 389.29
8/23/07	6/1/07 - 6/30/07	\$22,225.00	\$ 133.35	\$22,225.00	\$ 133.35
10/11/07	7/1/07-7/31/07	\$31,450.00	\$ 248.66	\$31,100.00	\$ 248.66
10/11/07	8/1/07 - 8/31/07	\$30,497.50	\$ 567.93	\$29,875.50	\$ 567.93
10/19/07	9/1/07 - 9/30/07	\$18,575.00	\$ 311.53	\$18,575.00	\$ 311.53
1/2/08	10/1/07 – 10/31/07	\$7,217.50	\$ 791.76	\$7,217.50	\$ 791.76
1/2/08	11/1/07-11/30/07	\$5,200.00	\$ 111.41	\$5,200.00	\$ 111.41
4/29/08	12/1/07-12/31/07	\$8,670.00	\$ 142.43	\$8,670.00	\$ 142.43
4/29/08	1/1/08 – 2/28/08	\$19,480.00	\$ 74.16	\$19,480.00	\$ 74.16
5/5/08	3/1/08-3/31/08	\$6,320.00	\$ 81.38	\$6,320.00	\$ 81.38
6/23/08	4/1/08-4/30/08	\$5,358.00	\$ 54.14	\$5,358.00	\$ 54.14
7/21/08	5/1/08-5/31/08	\$32,068.00	\$ 19.86	\$32,068.00	\$ 19.86
9/3/08	6/1/08 – 6/30/08	\$39,793.00	\$ 1,384.81	\$39,793.00	\$ 1,384.81

<sup>2</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>3</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>4</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

<sup>5</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
9/15/08	7/1/08-7/31/08	\$89,644	\$273.65	\$89,644	\$273.65
11/14/08	8/1/08-8/31/08	\$50,539.50	\$224.70	\$50,539.50	\$224.70
11/14/08	9/1/08 - 9/30/08	3,905.50	\$986.54	3,905.50	\$986.54
2/6/09	10/1/08 - 10/31/08	1,360.00	\$365.78	1,360.00	\$365.78
2/6/09	11/1/08 - 11/30/08	\$920.00	\$524.75	\$920.00	\$524.75
3/24/09	12/1/08 - 12/31/08	\$2,702.50	\$11.37	\$2,702.50	\$11.37
3/30/09	1/1/09 - 1/31/09	\$25,585.00	\$1.40	\$25,585.00	\$1.40
4/21/09	2/1/09 - 2/28/09	\$39,237.00	\$516.80	\$39,237.00	\$516.80
4/30/09	3/1/09 - 3/31/09	\$ 8,128.00	\$ 46.35	\$ 8,128.00	\$ 46.35
7/7/09	4/1/09 - 4/30/09	\$ 80,837.00	\$1,411.58	\$ 80,837.00	\$1,411.58
7/20/09	5/1/09 - 5/31/09	\$ 80,837.00	\$ 1,411.58	\$ 80,837.00	\$ 1,411.58
9/2/09	6/1/09 - 6/30/09	\$38,481.50	\$ 888.98	\$38,481.50	\$ 888.98
9/15/09	7/1/089 - 7/31/09	\$6,972.00	\$ 534.11	\$6,972.00	\$ 534.11
10/1/09	8/1/09 - 8/31/09	\$1,991.50	\$ 5.80	\$1,991.50	\$ 5.80
11/2/09	9/1/09 - 9/30/09	\$ 6,836.00	\$ 53.92	\$ 6,836.00	\$ 53.92
12/9/09	10/1/09 - 10/31/09	\$ 15,246.00	\$ 75.86	\$ 15,246.00	\$ 75.86
1/4/10	11/1/09 - 11/30/09	\$ 14,828.50	\$ 56.80	\$ 14,828.50	\$ 56.80
2/3/10	12/1/09 - 12/31/09	\$ 7,224.00	\$ 84.20	\$ 7,224.00	\$ 84.20
3/31/10	1/1/10 - 1/31/10	\$ 2,778.00	\$ 36.85	\$ 2,778.00	\$ 36.85
3/31/10	2/1/10 - 2/28/10	\$ 4,449.50	\$12.27	\$ 4,449.50	\$12.27
5/17/10	3/1/10 - 3/31,2010	\$ 24,367.50	\$11.00	\$ 24,367.50	\$11.00
7/1/10	4/1/10 - 4/30/10	\$ 10,250.00	\$ 82.97	\$ 10,250.00	\$ 82.97
7/1/10	5/1/10 - 5/31/10	\$ 3,476.00	\$ 23.86	\$ 3,476.00	\$ 23.86
8/16/10	6/1/10 - 6/30/10	\$ 24,234.00	\$ 19.20	\$ 24,234.00	\$ 19.20
8/30/10	7/1/10 - 7/31/10	\$ 20,113.50	\$ 18.28	\$ 20,113.50	\$ 18.28
10/25/10	8/1/10 - 8/31/10	\$2,986.00	\$ 235.07	\$2,986.00	\$ 235.07
11/9/10	9/1/10 - 9/30/10	\$25,288.00	\$ 251.36	\$25,288.00	\$ 251.36
12/17/10	10/1/10 - 10/31/10	\$13,119.50	\$ 352.94	\$13,119.50	\$ 352.94
1/10/11	11/1/10 - 11/30/10	\$ 13,940.00	\$ 50.56	\$ 13,940.00	\$ 50.56
3/3/11	12/1/10 - 12/31/10	\$ 18,381.47	\$ 46.47	\$ 18,381.47	\$ 46.47
4/5/11	1/1/11 - 1/31/11	\$ 4,046.00	\$129.34	\$ 4,046.00	\$129.34
4/5/11	2/1/11 - 2/28/11	\$ 9,082.00	\$ 0.20	\$ 9,082.00	\$ 0.20
5/31/11	3/1/11 - 3/31/11	\$ 5,617.50	\$ 21.36	\$ 5,617.50	\$ 21.36
6/13/11	4/1/11 - 4/30/11	\$ 5,612.00	\$ 96.75	\$ 5,612.00	\$ 96.75
7/8/11	5/1/11 - 5/31/11	\$10,248.00	\$ 16.76	\$10,248.00	\$ 16.76
9/14/11	6/1/11 - 6/30/11	\$ 22,223.50	\$ 20.40	\$ 22,223.50	\$ 20.40
9/14/11	7/1/11 - 7/31/11	\$ 9,342.00	\$ 94.66	\$ 9,342.00	\$ 94.66
9/29/11	8/1/11 - 8/31/11	\$31,785.50	\$268.57	\$31,785.50	\$268.57
11/16/11	9/1/11 - 9/30/11	\$ 8,447.50	\$341.60	\$ 8,447.50	\$341.60
12/1/11	10/1/11 - 10/31/11	\$11,621.00	\$55.64	Pending	Pending
12/27/11	11/1/11 - 11/30/11	\$ 14,634.50	\$ 56.70	Pending	Pending
3/26/12	12/1/11 - 12/31/11	\$82,764.50	\$ 94.75	Pending	Pending
3/26/12	1/1/12 - 1/31/12	\$151,022.60	\$322.03	Pending	Pending

B&D PROFESSIONALS<sup>6</sup>

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Pamela D. Marks	Principal; Joined Firm 1997; Member of MD Bar since 1986	\$469.20	110.70	\$51,940.44
Karl S. Bourdeau	Principal; Joined Firm 1980; Member DC bar since 1978	\$657.80	74.10	\$48,742.98
Bina R. Reddy	Associate; Joined Firm 2008; Member of TX Bar since 2009	\$303.60	17.80	\$5,404.08
Heidi P. Knight	Associate; Joined Firm 2008; Member of MD Bar since 2008	\$303.60	16.70	\$5,070.12
Elizabeth A. Wolk	Paralegal	\$179.40	7.50	\$1,345.50
Denise Paul	Paralegal	\$179.40	3.30	\$592.02
Carl Jaworski	Senior Investigator/Analyst	\$257.60	7.00	\$1,803.20
Meryl Glantz	Litigation Support Analyst	\$179.40	5.20	\$932.88
Megan B. Pickel	Paralegal	\$179.40	9.10	\$1,632.54
Jayni Lanham	Associate; Joined Firm 20087; Member of MD Bar since 2008	\$303.60	5.60	\$1,700.16

Fees: \$119,163.92  
 Less Discount on VC Processing bill: (\$17,000.00)  
 Total Fees: \$102,163.92  
 Total Hours: 257.00  
 Blended Rate: \$ 398.00

TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	257.00	\$102,163.92

<sup>6</sup> These amounts are the sum total from all of the invoices attached hereto.

EXPENSE SUMMARY<sup>7</sup>

Expense Category	Service Provider (if applicable) <sup>8</sup>	Total Expense
Photocopying		\$52.20
Long Distance Telephone		\$20.70
Local Travel		\$30.17
Postage		\$6.65
Travel Expenses	Travel to team/client meetings	\$227.75

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period February 1, 2012 through February 29, 2012, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$102,163.92 and actual and necessary expenses in the amount of \$337.47 for a total allowance of \$102,501.39 and payment of \$81,731.13 (80% of the allowed fees) and reimbursement of \$337.47 (100% of the allowed expenses) be authorized for a total payment of \$82,068.60 and for such other and further relief as this Court may deem just and proper.

Dated: May 29, 2012

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks  
 201 N. Charles Street, Suite 2210  
 Baltimore, MD 21201  
 Telephone: 410-230-1315  
 Facsimile: 410-230-1389  
 Counsel for Debtors and Debtors in Possession

<sup>7</sup> These amounts are the sum total of the disbursements as shown on all of the invoices attached hereto.

<sup>8</sup> B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

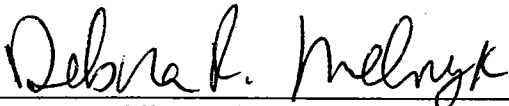
VERIFICATION

Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.

  
Pamela D. Marks

SWORN AND SUBSCRIBED  
before me this 29 day of May, 2012.

  
Notary Public: Debora R. Melnyk  
My Commission Expires: May 27, 2013

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S  
MONTHLY FEE APPLICATION FOR THE PERIOD  
FEBRUARY 1, 2012 THROUGH FEBRUARY 29, 2012

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<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

# **EXHIBIT A**

**(Curtis Bay FUSRAP Bankruptcy Claim Resolution)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-1300

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

March 30, 2012  
Client/Matter # 01246-011548  
Invoice # 147134  
Federal ID# 52-1247549

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For Legal Services Rendered Through 02/29/12 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Curtis Bay FUSRAP Bankruptcy Claim Resolution  
100103

02/17/12	P. Marks	L110	0.50	Telephone conference with team re Sledds' Point.
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Total Hours :	0.50
Total Fees :	\$234.60

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 147134

March 30, 2012

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Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	0.50	\$469.20	\$234.60
<b>Total Fees :</b>			<b>\$234.60</b>
<b>Total Fees:</b>			<b>\$234.60</b>

Summary by Task Codes :

CODE	Hours	Bill Amount
L100		
L110	0.50	\$234.60
Total L100	0.50	\$234.60
<b>Total Fees :</b>		<b>\$234.60</b>

Summary by Disbursement Codes :

**TOTAL DUE : \$234.60**

# **EXHIBIT B**

**(IRIS)**

LAW OFFICES  
 BEVERIDGE & DIAMOND, P.C.  
 SUITE 2210  
 201 NORTH CHARLES STREET  
 BALTIMORE, MD 21201-4150  
 (410) 230-1300

W. R. Grace & Co.  
 Attn: Lydia B. Duff, Esq.  
 7500 Grace Drive  
 Columbia, MD 21044

March 30, 2012  
 Client/Matter # 01246-015172  
 Invoice # 147137  
 Federal ID# 52-1247549

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For Legal Services Rendered Through 02/29/12 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
 SUITE 700  
 1350 I STREET, N.W.  
 WASHINGTON, D.C. 20005-3311

IRIS

02/01/12	K. Bourdeau	C300	5.00	Tasks re project.
02/01/12	P. Marks	C300	3.30	Coordinate with L. Duff and K. Bourdeau re issues; follow-up tasks re same.
02/01/12	D. Paul	C300	1.00	Telephone conference with P. Marks re tasks and follow-up re same.
02/02/12	K. Bourdeau	C300	4.80	Tasks re project.
02/02/12	P. Marks	C300	7.70	Team conference call and preparation related to project.
02/02/12	J. Lanham	C300	0.50	Review contract re meeting room and email correspondence to P. Marks re same.
02/03/12	K. Bourdeau	C300	6.50	Participate in Grace team meeting; follow-up communications and preparation re project.
02/03/12	P. Marks	C300	7.20	Conference with team in Beveridge & Diamond's Washington office re project.
02/03/12	D. Paul	C300	0.40	Tasks to support project.
02/03/12	E. Wolk	C300	2.50	Monitoring and support tasks.

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 147137

March 30, 2012

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02/04/12	K. Bourdeau	C300	1.50	Review preliminary documents; prepare notes re same.
02/05/12	K. Bourdeau	C300	2.50	Finalize review of preliminary documents and transmit e-mail re impact.
02/05/12	P. Marks	C300	0.70	Preparation re project.
02/05/12	D. Paul	C300	0.70	Project support tasks.
02/06/12	K. Bourdeau	C300	11.80	Attend meetings with client team.
02/06/12	P. Marks	C300	11.50	Meeting with client team and tasks re same.
02/06/12	D. Paul	C300	0.20	Project support tasks.
02/07/12	K. Bourdeau	C300	9.50	Attend meeting with client team.
02/07/12	P. Marks	C300	10.60	Attend meeting with client team and tasks re same.
02/08/12	K. Bourdeau	C300	6.00	Attend meeting with client team.
02/08/12	P. Marks	C300	9.00	Attend client team meeting and post-meeting tasks and evaluation with L. Duff and H. Feichko.
02/09/12	K. Bourdeau	C300	2.00	Conference calls with team re retention re consultant and other recent developments.
02/09/12	P. Marks	C300	3.20	Conferences with H. Feichko, L. Duff, B. Corcoran and team (some by telephone) re next steps.
02/10/12	K. Bourdeau	C300	0.50	Review background documents and e-mail communications re same.
02/10/12	P. Marks	C300	1.90	Coordinate with consultant re data, direct J. Lanham re same and telephone conference with L. Duff and H. Feichko re same.
02/10/12	J. Lanham	C300	1.80	Research re process and data; prepare letter re data.
02/10/12	E. Wolk	C300	2.00	Monitoring and support tasks.
02/11/12	K. Bourdeau	C300	0.50	Review and revise consultant's draft letter and forward same to P. Marks.
02/13/12	K. Bourdeau	C300	1.00	Finalize and transmit to P. Marks revised draft of document; communications re recent developments, action items.

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02/13/12	P. Marks	C300	0.30	Address information requests.
02/13/12	J. Lanham	C300	0.50	Prepare and send letter re data.
02/15/12	K. Bourdeau	C300	0.80	Review new information and e-mail communications to and from Grace team re same.
02/15/12	P. Marks	C300	0.80	Address document request follow-up; review new information.
02/17/12	P. Marks	C300	0.80	Review information and coordinate with team re same.
02/17/12	E. Wolk	C300	1.00	Monitoring and support tasks.
02/19/12	K. Bourdeau	C300	0.50	Evaluate issues, and prepare and transmit e-mail to Grace team re same.
02/21/12	K. Bourdeau	C300	0.50	Communications with Grace team re technical issues for consideration and background documents needed.
02/21/12	P. Marks	C300	0.40	Coordinate with H. Feichko and L. Duff (emails and telephone conferences) re team tasks.
02/21/12	J. Lanham	C300	0.30	Telephone conference re data.
02/22/12	K. Bourdeau	C300	1.30	Conference with R. Finke re litigation alternatives; communications with various members of Grace team re path forward, and conference with P. Marks re same.
02/22/12	P. Marks	C300	0.60	Coordinate with L. Duff to plan for organizing team and tasks.
02/23/12	K. Bourdeau	C300	0.60	E-mail communications with Grace team; evaluate information needs.
02/23/12	K. Bourdeau	C300	3.40	Communications with client legal team re issues and attend meeting with client re status, objectives, action items, path forward, review new documents.
02/23/12	P. Marks	C300	1.70	Assess status of information requests and coordinate with L. Duff and H. Feichko re same and team meetings, agenda, and transcript; coordinate with consultant re information.
02/23/12	P. Marks	C300	1.70	Telephone conference with team re update, strategy and tasks, and follow-up emails re same.

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02/23/12	D. Paul	C300	0.40	Support tasks.
02/24/12	K. Bourdeau	C300	0.30	Conference with P. Marks re document requests, path forward.
02/24/12	P. Marks	C300	2.80	Strategy and task follow-up.
02/24/12	J. Lanham	C300	1.20	Document request follow-up.
02/24/12	E. Wolk	C300	1.50	Monitoring and support tasks.
02/25/12	K. Bourdeau	C300	0.10	E-mail communications re information requests.
02/27/12	K. Bourdeau	C300	0.50	Review L. Duff list of action items and e-mail communications re same; conference with P. Marks re approach to action items.
02/27/12	P. Marks	C300	3.10	Evaluate legal issues, perform other tasks and conference with K. Bourdeau re tasks.
02/27/12	J. Lanham	C300	0.30	Document follow-up.
02/28/12	K. Bourdeau	C300	0.80	Communications with P. Marks re facts.
02/28/12	P. Marks	C300	6.40	Evaluate and prepare condensed summary re issues, follow-up tasks and coordinate with K. Bourdeau and D. Paul re same.
02/28/12	J. Lanham	C300	1.00	Document related activities.
02/28/12	D. Paul	C300	0.20	Support tasks.
02/29/12	K. Bourdeau	C300	1.80	Communications with Grace team re tasks and conduct same.
02/29/12	P. Marks	C300	1.40	Follow-up tasks.
02/29/12	E. Wolk	C300	0.50	Monitoring and support tasks.

Total Hours : 153.30

Total Fees : \$79,718.00

BEVERIDGE &amp; DIAMOND, P.C.

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Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
K. Bourdeau	62.20	\$657.80	\$40,915.16
P. Marks	75.10	\$469.20	\$35,236.92
J. Lanham	5.60	\$303.60	\$1,700.16
D. Paul	2.90	\$179.40	\$520.26
E. Wolk	7.50	\$179.40	\$1,345.50
Total Fees :			\$79,718.00
Total Fees:			\$79,718.00

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	153.30	\$79,718.00
Total	153.30	\$79,718.00
Total Fees :		153.30 \$79,718.00

Summary by Disbursement Codes :

	Bill Amount
E105 Telephone	\$0.70
E109 Local Travel	\$30.17
E110 Out-of-town Travel	\$180.75
Total Disbursements :	\$211.62
TOTAL DUE :	\$79,929.62

# **EXHIBIT C**

**(Investigation of VC Processing Facilities)**

LAW OFFICES  
 BEVERIDGE & DIAMOND, P.C.  
 SUITE 700  
 1350 I STREET, N.W.  
 WASHINGTON D.C. 20005-3311  
 (202) 789-6000

W. R. Grace & Co.  
 Attn: Lydia Duff, Esq.  
 7500 Grace Drive  
 Columbia, MD 21044

March 30, 2012  
 Client/Matter # 01246-014352  
 Invoice # 147136  
 Federal ID# 52-1247549

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For Legal Services Rendered Through 02/29/12 in Connection With:

Investigation of VC Processing Facilities  
100045

02/01/12	K. Bourdeau	0.80	Conference with P. Marks, B. Reddy, and H. Knight re memorandum; attend to e-mails from H. Feichko re same.
02/01/12	P. Marks	1.70	Evaluate and coordinate with K. Bourdeau, and provide direction to H. Knight and B. Reddy re legal memorandum and follow-up information evaluation re same.
02/01/12	B. Reddy	0.60	Conference with K. Bourdeau, P. Marks, and H. Knight re memorandum.
02/01/12	H. Knight	0.60	Telephone conference with P. Marks, K. Bourdeau, and B. Reddy re memorandum.
02/02/12	K. Bourdeau	2.80	Prepare memorandum; incorporate P. Marks revisions re same.
02/02/12	D. Paul	0.40	Telephone conference with M. Glantz re documents.
02/02/12	M. Glantz	0.40	Telephone conference with D. Paul re documents.
02/04/12	B. Reddy	4.00	Revise memorandum.
02/04/12	H. Knight	3.80	Prepare memorandum.
02/05/12	K. Bourdeau	0.50	Communications re revised analysis.
02/05/12	B. Reddy	4.00	Revise memorandum.

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02/05/12	H. Knight	3.90	Prepare memorandum; telephone conference with B. Reddy re same; email correspondence with K. Bourdeau, P. Marks, and B. Reddy re same; review documents.
02/08/12	K. Bourdeau	2.00	Review and prepare comments re revised analysis; e-mail to internal team re same.
02/09/12	H. Knight	0.20	Email correspondence with K. Bourdeau, B. Reddy, and P. Marks re memorandum.
02/10/12	P. Marks	1.80	Manage document issues with M. Glantz; evaluate draft memorandum.
02/13/12	K. Bourdeau	0.80	Conference with P. Marks, B. Reddy, and H. Knight re memorandum; e-mail communications with H. Feichko re developments.
02/13/12	P. Marks	4.70	Prepare memorandum and telephone conference with team re same, and telephone conference with L. Duff and H. Feichko re negotiations.
02/13/12	B. Reddy	0.80	Prepare memorandum and telephone conference with team re same.
02/13/12	H. Knight	1.90	Prepare memorandum; conference call with K. Bourdeau, P. Marks, and B. Reddy re same.
02/13/12	M. Glantz	1.80	Document tasks.
02/14/12	K. Bourdeau	1.50	Prepare memorandum.
02/14/12	P. Marks	3.70	Telephone conference with H. Feichko and B. Marriam re factual research; telephone conference with H. Feichko to follow up and assess tasks; evaluate same and review follow-up emails re documents.
02/14/12	H. Knight	2.20	Prepare memorandum.
02/15/12	K. Bourdeau	0.50	Review final revisions to memorandum; internal communications re same.
02/15/12	P. Marks	5.60	Prepare legal memorandum; evaluate document issues and telephone conference with M. Glantz re same; coordinate with H. Knight re same; coordinate with H. Feichko re same.
02/15/12	B. Reddy	3.00	Conference with K. Bourdeau re memorandum; continue to revise memorandum.
02/15/12	H. Knight	0.90	Conference with P. Marks re documents.

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02/15/12	M. Glantz	2.00	Document tasks.
02/15/12	M. Pickel	0.50	Document tasks.
02/16/12	K. Bourdeau	0.50	Communications re memorandum issues.
02/16/12	P. Marks	2.80	Telephone conference with client re preliminary document tasks; telephone conference with B. Reddy re memorandum and review same; telephone conference with M. Pickel to direct her document tasks.
02/16/12	B. Reddy	3.30	Continue to revise memorandum; e-mail communications with K. Bourdeau re same; telephone conference with P. Marks re same.
02/16/12	M. Glantz	1.00	Document tasks.
02/16/12	M. Pickel	2.50	Document tasks.
02/17/12	K. Bourdeau	2.50	Further work on memorandum; internal communications re same.
02/17/12	P. Marks	2.20	Prepare memorandum and conference with H. Knight re same.
02/17/12	B. Reddy	2.10	Continue to revise memorandum.
02/17/12	H. Knight	2.90	Prepare memorandum; conference with P. Marks re same.
02/17/12	M. Pickel	3.80	Document tasks.
02/21/12	P. Marks	2.40	Document review.
02/21/12	M. Pickel	1.00	Document tasks.
02/22/12	P. Marks	1.10	Work on document management and review, and telephone conference with M. Pickel re same.
02/22/12	M. Pickel	0.80	Conference with P. Marks re document tasks and follow-up re same.
02/23/12	P. Marks	1.30	Review documents.
02/23/12	H. Knight	0.30	Document review.
02/24/12	P. Marks	1.50	Manage factual review issues; conference with C. Jaworski to direct same.
02/24/12	C. Jaworski	1.00	Discuss document review with P. Marks and M. Pickel.

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INVOICE # 147136

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02/24/12	M. Pickel	0.50	Conference with C. Jaworski re document tasks.
02/27/12	P. Marks	2.90	Document review.
02/27/12	C. Jaworski	1.00	Document review.
02/28/12	C. Jaworski	5.00	Document review.
02/29/12	P. Marks	2.10	Assess documents, direct C. Jaworski re same, and coordinate with H. Feichko.

Total Hours : 101.90

Total Fees : \$38,601.36

BEVERIDGE &amp; DIAMOND, P.C.

INVOICE # 147136

March 30, 2012

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Disbursements:

Travel Expenses	47.00
Telephone	20.00

Total Disbursements :	\$67.00
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Time Summary:

	Hours Worked	Billed Per Hour	Bill Amount
K. Bourdeau	11.90	\$657.80	\$7,827.82
P. Marks	33.80	\$469.20	\$15,858.96
B. Reddy	17.80	\$303.60	\$5,404.08
H. Knight	16.70	\$303.60	\$5,070.12
C. Jaworski	7.00	\$257.60	\$1,803.20
D. Paul	0.40	\$179.40	\$71.76
M. Glantz	5.20	\$179.40	\$932.88
M. Pickel	9.10	\$179.40	\$1,632.54

Subtotal Fees :	\$38,601.36
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Less Discount :	(17,000.00)
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Total Fees Billed :	\$21,601.36
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Total Disbursements :	\$67.00
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TOTAL DUE :	\$21,668.36
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# **EXHIBIT D**

**(Bankruptcy Fee Application)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-1300

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

March 30, 2012  
Client/Matter # 01246-012629  
Invoice # 147135  
Federal ID# 52-1247549

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For Legal Services Rendered Through 02/29/12 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Bankruptcy Fee Application  
100035

02/22/12	P. Marks	L190	0.80	Address bankruptcy billing issues.
02/24/12	P. Marks	L190	0.50	Address billing issues.

Total Hours : 1.30

Total Fees : \$609.96

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VOICE # 147135

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Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	1.30	\$469.20	\$609.96
Total Fees :			\$609.96
Total Fees:			\$609.96

Summary by Task Codes :

CODE	Hours	Bill Amount
L100		
L190	1.30	\$609.96
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Total L100	1.30	\$609.96
Total Fees :		1.30 \$609.96

Summary by Disbursement Codes :

	Bill Amount
E101 Copying	\$52.20
E108 Postage	\$6.65
Total Disbursements :	
\$58.85	
TOTAL DUE :	
\$668.81	